

RECORDATION NO. 16235-C FILED

JAN 26 '99

11:10 AM

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.

ELIAS C. ALVORD (1942)
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20006-2973

OF COUNSEL
URBAN A. LESTER

(202) 393-2266

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January 25, 1999

W.L.
Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Question part 1
Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Statement of Change in Reporting Marks and Road Numbers addressed to the Board, dated December 22, 1998, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Commission/Board under Recordation Number 16235.

The name and address of the party to the enclosed document are:

The Burlington Northern and
Santa Fe Railway Company
2650 Lou Menk Drive
Fort Worth, TX 76131


A description of the railroad equipment covered by the enclosed document is:

set forth on the Schedule attached to the Statement.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return a stamped copy of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

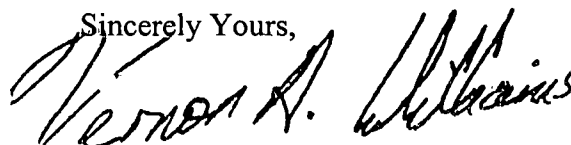
OFFICE OF THE SECRETARY

Robert W. Alvord
Alvord and Alvord
918 Sixteenth St., NW., Ste. 200
Washington, DC., 20006-2973

Dear Sir:

The enclosed documents (s) was recorded pursuant to the provisions of 49 U.S.C.
11301 and CFR 1177.3 (c), on 1/26/99 at 11:10AM, and
assigned recordation numbers (s): 9092-F, 15688-B, 15724- A, 16235-C, 16878-A,
16943-C, 17102-A, 17427-A, 17721-B, 17825-J,
18162-A, 18766-A, 19518-I, 19615-E and 19616-E.

Sincerely Yours,

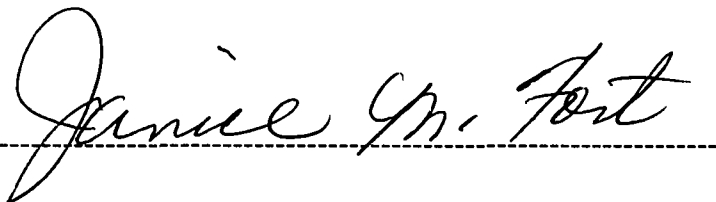


Vernon A. Williams

Enclosure(s)

\$ 390.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature-----



BNSF



PATRICK J. OTTENSMEYER
Vice President - Finance
and Treasurer

The Burlington Northern and Santa Fe Railway Company

2650 Lou Menk Drive
Fort Worth, Texas 76131

RECORDATION NO. 16235-C

FILED

December 22, 1998

26 '99

11:10 AM

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
12th and Constitution
Washington, DC 20423

Re: Statement of Change in Reporting Marks and Road Numbers

Dear Mr. Secretary:

Please be advised that the reporting marks and road numbers of the locomotives identified in the attached schedule or schedules have been, or will be, changed as set forth therein.

THE BURLINGTON NORTHERN AND
SANTA FE RAILWAY COMPANY

By

Patrick J. Ottensmeyer

Vice President - Finance and Treasurer

STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

On this 23rd day of December, 1998, before me, a Notary Public in and for said County and State, personally appeared Patrick J. Ottensmeyer, who being by me duly sworn, says that he is Vice President - Finance and Treasurer of THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY, that said instrument was signed on December 23, 1998, on behalf of said corporation, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Craig N. Smetko
Notary Public

My Commission Expires: 01/12/99
Residing in Cook County, Illinois

RECORDATION NUMBER: 16235**Equipment Description:**

Number of Units: twenty (20)

Model: GP60

**Old Reporting Mark
and Road Numbers**

ATSF	4020
ATSF	4021
ATSF	4022
ATSF	4023
ATSF	4024
ATSF	4025
ATSF	4026
ATSF	4027
ATSF	4028
ATSF	4029
ATSF	4030
ATSF	4031
ATSF	4032
ATSF	4033
ATSF	4034
ATSF	4035
ATSF	4036
ATSF	4037
ATSF	4038
ATSF	4039

**New Reporting Mark
and Road Numbers**

BNSF	8720
BNSF	8721
BNSF	8722
BNSF	8723
BNSF	8724
BNSF	8725
BNSF	8726
BNSF	8727
BNSF	8728
BNSF	8729
BNSF	8730
BNSF	8732
BNSF	8733
BNSF	8734
BNSF	8735
BNSF	8736
BNSF	8737
BNSF	8738
BNSF	8739

Casualties: ATSF 4031

Equipment Description:

Number of Units: nineteen (19)

Model: B40-8

**Old Reporting Mark
and Road Numbers**

ATSF	7430
ATSF	7431
ATSF	7432
ATSF	7433
ATSF	7434

**New Reporting Mark
and Road Numbers**

BNSF	8620
BNSF	8621
BNSF	8622
BNSF	8623

RECORDATION NUMBER: 16235

ATSF	7435	BNSF	8625
ATSF	7436	BNSF	8626
ATSF	7437	BNSF	8627
ATSF	7438	BNSF	8628
ATSF	7439	BNSF	8629
ATSF	7440	BNSF	8630
ATSF	7441		
ATSF	7442	BNSF	8632
ATSF	7443	BNSF	8633
ATSF	7444	BNSF	8634
ATSF	7445	BNSF	8635
ATSF	7446	BNSF	8636
ATSF	7447	BNSF	8637
ATSF	7448	BNSF	8638
ATSF	7449	BNSF	8639

Casualties: ATSF 7434
ATSF 7441